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SERIES I No. 10

OFFICIAL GAZETTE

GOVERNMENT OF GOA, DAMAN AND DIU

EXTRAORDINARY

GOVERNMENT OF GOA, DAMAN AND DIU

Law Department (Legal Advice)

Notification

LD/19294/1/79

The following Central Acts namely:—1) The Britannia Engineering Company Limited (Mokameh Unit) and the Arthur Butler and Company (Muzaffarpore) Limited (Acquisition and Transfer of Undertakings) Act, 1978 (Act No. 41 of 1978) 2) The Bolani Ores Limited (Acquisition of Shares) and Miscellaneous Provisions Act, 1978 (Act No. 42 of 1978) which were recently passed by the Parliament and assented to by the President of India on 8-12-1978 and published in the Gazette of India, Part II, Section I dated 8-12-1978 are hereby republished for general information of the public.

B. S. Subbanna, Under Secretary (Law).

Panaji, 20th February, 1979.

The Britannia Engineering Company Limited (Mokameh unit) and the Arthur Butler and Company (Muzaffarpore) Limited (Acquisition and Transfer of Undertakings) Act, 1978

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THE FIRST SCHEDULE.

THE SECOND SCHEDULE.

The Britannia Engineering Company Limited (Mokameh Unit)
and the Arthur Butler and Company (Muzaffarpore) Limited
(Acquisition and Transfer of Undertakings) Act, 1978

AN
ACT

to provide for the acquisition and transfer of the right, title and interest of the undertakings of Britannia Engineering Company in relation to the Mokameh unit owned by it and the right, title and interest of Arthur Butler and Company in relation to the undertakings owned by it, with a view to ensuring the continued manufacture of railway wagons and other goods essential to the needs of the country in general and the Railways in particular, and for matters connected therewith or incidental thereto.

Whereas Britannia Engineering Company at the Mokameh unit and Arthur Butler and Company were engaged in the manufacture of railway wagons and other goods;

And Whereas as a result of the closure of the wagon and other undertakings owned by the companies aforesaid, there was a substantial fall in the manufacture of railway wagons and other goods;

And Whereas for the purpose of bringing the closed works of the companies aforesaid into operation the management of the Mokameh unit of Britannia Engineering Company and the management of the undertakings of Arthur Butler and Company were taken over by the Central Government under the Industries (Development and Regulation) Act, 1951;

65 of 1951.

And Whereas it is necessary to acquire the said wagon and other undertakings to ensure the continued manufacture of railway wagons and other goods which are essential to the needs of the country in general, and the Railways in particular;

BE it enacted by Parliament in the Twenty-ninth Year of the Republic of India as follows:—

CHAPTER I

Preliminary

1. *Short title and commencement.*—(1) This Act may be called the Britannia Engineering Company Limited (Mokameh Unit) and the Arthur Butler and Company (Muzaffarpore) Limited (Acquisition and Transfer of Undertakings) Act, 1978.

(2) The provisions of sections 27 and 28 shall come into force at once and the remaining provisions of this Act shall be deemed to have come into force on the 1st day of April, 1978.

2. *Definitions.*—In this Act, unless the context otherwise requires,—

(a) “appointed day” means the 1st day of April, 1978;

(b) “Arthur Butler and Company” means Messrs. Arthur Butler and Company (Muzaffarpore) Limited, a company within the meaning of the Companies Act, 1956, and having its registered office at 40, Strand Road, Calcutta, in the State of West Bengal;

1 of 1956.

(c) “Britannia Engineering Company” means Messrs. Britannia Engineering Company Limited, a company within the meaning of the Companies Act, 1956, and having its registered office at 3, Netaji Subash Road, Calcutta, in the State of West Bengal;

1 of 1956.

(d) “Commissioner” means the Commissioner of Payments appointed under section 15;

(e) “Government company” means a company within the meaning of section 617 of the Companies Act, 1956 and referred to in section 5 of this Act;

1 of 1956.

(f) “Mokameh unit” means the wagon and other undertakings owned by Britannia Engineering Company at Mokameh, in the State of Bihar;

(g) “notification” means a notification published in the Official Gazette;

(h) “prescribed” means prescribed by rules made under this Act;

(i) “specified date”, in relation to any provision of this Act, means such date as the Central Government may, by notification, specify for the purpose of that provision and different dates may be specified for different provisions of this Act;

(j) “wagon and other undertaking” means the undertaking which is engaged in the manufacture of railway wagons and other goods;

(k) words and expressions used herein and not defined but defined in the Companies Act, 1956, have the meanings, respectively, assigned to them in that Act.

1 of 1956.

CHAPTER II

Acquisition and transfer of Mokameh unit and undertakings of Arthur Butler and Company

3. *Vesting in the Central Government of Mokameh unit and undertakings of Arthur Butler and Company.*—On the appointed day,—

(i) the Mokameh unit and the right, title and interest of Britannia Engineering Company in relation to the Mokameh unit; and

(ii) the undertakings owned by Arthur Butler and Company and the right, title and interest of Arthur Butler and Company in relation to the said undertakings,

shall, by virtue of this Act, stand transferred to, and shall vest in, the Central Government.

4. *General effect of vesting.* — (1) The Mokameh unit, and the undertakings of Arthur Butler and Company, referred to in section 3, shall be deemed to include all assets, rights, lease-holds, powers, authorities and privileges and all property, movable and immovable, including lands, buildings, workshops, stores, instruments, machinery and equipment, cash balances, cash in hand, reserve funds, investments and book debts pertaining to the Mokameh unit or, as the case may be, the undertakings of Arthur Butler and Company, and all other rights and interests in, or arising out of, such property as were immediately before the appointed day in the ownership, possession, power or control —

(a) of Britannia Engineering Company, in relation to the Mokameh unit, or

(b) of Arthur Butler and Company, in relation to the undertakings owned by it,

whether within or outside India, and all books of account, registers and other documents of whatever nature relating thereto.

(2) All properties as aforesaid which have vested in the Central Government under section 3 shall, by force of such vesting, be freed and discharged from any trust, obligation, mortgage, charge, lien and all other incumbrances affecting it, and any attachment, injunction or decree or order of any court or other authority, restricting the use of such properties in any manner or appointing any receiver in respect of the whole or any part of such properties shall be deemed to have been withdrawn.

(3) Every mortgagee of any property which has vested under this Act in the Central Government and every person holding any charge, lien or other interest in, or in relation to, any such property shall give, within such time and in such manner as may be prescribed, an intimation to the Commissioner of such mortgage, charge, lien or other interest.

(4) For the removal of doubts, it is hereby declared that the mortgagee of any property referred to in sub-section (3) or any other person holding any charge, lien or other interest in, or in relation to, any such property shall be entitled to claim, in accordance with his rights and interests, payment of the mortgage money or other dues, in whole or in part, out of the amounts specified in the First Schedule and also out of the monies determined under section 8, but no such mortgage, charge, lien or other interest shall be enforceable against any property which has vested in the Central Government or the Government company, as the case may be.

(5) If, on the appointed day, any suit, appeal or other proceeding of whatever nature instituted or preferred by or against Britannia Engineering Company in relation to the Mokameh unit, or by or against Arthur Butler and Company in relation to any undertaking owned by it, is pending, the same shall not abate, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the Mokameh unit or, as the case may be, the undertakings of Arthur Butler and Company, or of anything contained in this Act, but the suit, appeal or other proceeding may be continued, prosecuted or

enforced by or against the Central Government or the Government company, as the case may be.

5. *Power of Central Government to direct vesting of Mokameh unit and the undertakings of Arthur Butler and Company in a Government Company.* —

(1) Notwithstanding anything contained in section 3, the Central Government may, if it is satisfied that a Government company (whether in existence at the commencement of this Act or incorporated thereafter) is willing to comply, or has complied, with such terms and conditions as that Government may think fit to impose, direct, by notification, that the Mokameh unit and the undertakings referred to in section 3, and the right, title and interest of Britannia Engineering Company in relation to the Mokameh unit, and the right, title and interest of Arthur Butler and Company in relation to the undertakings owned by it, which have vested in the Central Government under section 3, shall, instead of continuing to vest in the Central Government, vest in the Government company either on the date of the notification or on such earlier or later date (not being a date earlier than the appointed day) as may be specified in the notification.

(2) Where the right, title and interest in relation to the Mokameh unit and in relation to the other undertakings referred to in section 3, vest in a Government company under sub-section (1), the Government company shall, on and from the date of such vesting, be deemed to have become the owner of the Mokameh unit and of the undertakings of Arthur Butler and Company and all the rights and liabilities of the Central Government in relation to the Mokameh unit and the undertakings of Arthur Butler and Company shall, on and from the date of such vesting, be deemed to have been the rights and liabilities, respectively, of the Government company.

6. *Britannia Engineering Company and Arthur Butler and Company to be liable for certain prior liabilities.* —

(1) Every liability of Britannia Engineering Company in relation to the Mokameh unit, or of Arthur Butler and Company in relation to the undertakings owned by it, in respect of any period prior to the appointed day, shall be the liability of Britannia Engineering Company, or Arthur Butler and Company, as the case may be, and shall be enforceable against such company and not against the Central Government or the Government company.

(2) For the removal of doubts, it is hereby declared that, —

(a) save as otherwise expressly provided in this section or in any other section of this Act, —

(i) no liability of Britannia Engineering Company, in relation to the Mokameh unit, and

(ii) no liability of Arthur Butler and Company, in relation to the undertakings owned by it,

in respect of any period prior to the appointed day, shall be enforceable against the Central Government or the Government company, as the case may be;

(b) no award, decree or order of any court, tribunal or other authority in relation to the Mokameh unit, or in relation to the undertakings owned by Arthur Butler and Company, passed

after the appointed day in respect of any matter, claim or dispute, which arose before that day, shall be enforceable against the Central Government or the Government company, as the case may be;

(c) no liability incurred before the appointed day by—

(i) Britannia Engineering Company, in relation to the Mokameh unit, or

(ii) Arthur Butler and Company, in relation to the undertakings owned by it,

for the contravention of any provision of law for the time being in force shall be enforceable against the Central Government or the Government company, as the case may be.

CHAPTER III

Payment of amount

7. *Payment of amount.*—(1) For the transfer to, and vesting in, the Central Government, under section 3,—

(a) of the Mokameh unit and the right, title and interest of Britannia Engineering Company, in relation to that unit; and

(b) of the undertakings owned by Arthur Butler and Company, and the right, title and interest of Arthur Butler and Company, in relation to those undertakings.

there shall be given by the Central Government to Britannia Engineering Company and Arthur Butler and Company, in cash and in the manner specified in Chapter VI, an amount equal to the amount specified, respectively, in the First Schedule, against Britannia Engineering Company and Arthur Butler and Company.

(2) For the removal of doubts, it is hereby declared that the liabilities of—

(i) Britannia Engineering Company, in relation to the Mokameh unit, and

(ii) Arthur Butler and Company, in relation to the undertakings owned by it,

shall be met, in accordance with the rights and interests of the creditors of the respective company from the amount due, respectively, to Britannia Engineering Company and Arthur Butler and Company, under sub-section (1).

8. *Payment of further amount.*—(1) For the deprivation of Britannia Engineering Company of the management of the Mokameh unit and for the deprivation of Arthur Butler and Company of the management of the undertakings owned by it, there shall be given, in cash, by the Central Government to the respective company, in addition to the amount specified in section 7, an amount computed at the rate of ten thousand rupees per annum for the period commencing on the date on which the management of such unit or, as the case may be, such undertakings, was taken over by the Central Government under the Industries (Development and Regulation) Act, 1951 and ending with the appointed day.

65 of 1951.

(2) In consideration of the retrospective operation of the provisions of sections 3, 4 and 6, there shall also be given, in cash, by the Central Government to Britannia Engineering Company and to Arthur Butler and Company an amount equal to an amount calculated at the rate of ten thousand rupees per annum for the period commencing on the appointed day and ending with the date on which this Act receives the assent of the President.

(3) The amount specified in section 7 and the amount computed under sub-sections (1) and (2) shall carry simple interest at the rate of four per cent per annum for the period commencing on the appointed day and ending with the date on which the payment of amount is made by the Central Government to the Commissioner.

(4) The amounts determined in accordance with the provisions of sub-sections (1), (2) and (3) shall be given to Britannia Engineering Company and to Arthur Butler and Company in addition to the amount specified in the First Schedule.

CHAPTER IV

Management, etc., of Mokameh unit and the undertakings of Arthur Butler and Company

9. *Management, etc., of Mokameh unit and the undertakings of Arthur Butler and Company.*—On the appointed day, the general superintendence, direction, control and management of the affairs and business of the Mokameh unit and of the undertakings owned by Arthur Butler and Company shall—

(a) where a direction has been made by the Central Government under section 5, vest in the Government company specified in such direction, or

(b) where no such direction has been made, vest in such person or body of persons as may be appointed by the Central Government in this behalf,

and thereupon the Government company so specified or the person or body of persons so appointed, as the case may be, shall be entitled to exercise all such powers and do all such things as Britannia Engineering Company is authorised to exercise and do in relation to its Mokameh unit or, as the case may be, Arthur Butler and Company is authorised to exercise and do in relation to the undertakings owned by it.

10. *Duty to deliver possession of Mokameh unit and undertakings of Arthur Butler and Company.*—

(1) Every person, in whose possession or custody or control—

(i) the Mokameh unit, or

(ii) any undertaking of Arthur Butler and Company, or

any part of such unit or undertaking or any machinery, instrument or other movable assets forming part of such unit or undertaking, may be immediately before the appointed day, shall forthwith deliver possession of the Mokameh unit or such undertaking or such part, machinery, instrument or other asset, as the case may be, to the Central Government or the Government company or to such person or body of persons as the Central Government or the Government company may specify in this behalf.

(2) Every person who has, on the appointed day, in his possession or under his control any assets, books, documents or other papers relating to the Mokameh unit or any undertaking owned by Arthur Butler and Company, which has vested in the Central Government or a Government company under this Act, and which belong to Britannia Engineering Company or, as the case may be, Arthur Butler and Company, or would have so belonged if the Mokameh unit, or, as the case may be, the undertakings owned by Arthur Butler and Company, had not vested in the Central Government or the Government company, shall be liable to account for the said assets, books, documents and other papers to the Central Government or the Government company and shall deliver them up to the Central Government or the Government company or to such person or body of persons as the Central Government or the Government company may specify in this behalf.

(3) The Central Government may take or cause to be taken all necessary steps for securing possession of the Mokameh unit and the undertakings of Arthur Butler and Company which have vested in it under section 3.

11. *Duty of the companies to furnish particulars.*—Britannia Engineering Company and Arthur Butler and Company shall, within such period as the Central Government may allow in this behalf, furnish to that Government a complete inventory of all its properties and assets, as on the appointed day, pertaining to the Mokameh unit or, as the case may be, the undertakings owned by Arthur Butler and Company which has or have vested in the Central Government under section 3, and, for this purpose the Central Government or the Government company shall afford Britannia Engineering Company or Arthur Butler and Company all reasonable facilities.

12. *Duty of persons in charge of management of Mokameh unit or undertakings of Arthur Butler and Company to deliver assets, etc.*—On the vesting in the Central Government or the Government company of the management of the Mokameh unit or of any undertakings owned by Arthur Butler and Company, all persons in charge of the management of the Mokameh unit or, as the case may be, the undertakings owned by Arthur Butler and Company immediately before the date of such vesting, shall be bound to deliver to the Central Government or the Government company or to such person or body of persons as the Central Government or the Government company may specify in this behalf, all assets, books of account, registers or other documents in their custody relating to the Mokameh unit or, as the case may be, any undertaking owned by Arthur Butler and Company.

CHAPTER V

Provisions relating to employees of Mokameh unit and of Arthur Butler Company

13. *Employment of employees to continue.*—(1) Every person who has been, immediately before the appointed day, employed by—

(i) Britannia Engineering Company, in connection with the Mokameh unit, or

(ii) Arthur Butler and Company, in connection with any undertaking owned by it,

shall become, on and from the appointed day an employee of the Central Government or, as the case may be, of the Government company, and shall hold office or service under the Central Government or the Government company, as the case may be, with the same rights and privileges as to pension, gratuity and other matters as would have been admissible to him if there had been no such vesting and shall continue to do so unless and until his employment under the Central Government or the Government company, as the case may be, is duly terminated or until his remuneration and other conditions of service are duly altered by the Central Government or the Government company, as the case may be.

(2) Notwithstanding anything contained in the Industrial Disputes Act, 1947, or in any other law for the time being in force, the transfer of the services of any officer or other person employed in the Mokameh unit or any undertakings owned by Arthur Butler and Company, to the Central Government or the Government company shall not entitle such officer or other employee to any compensation under this Act or any other law for the time being in force and no such claim shall be entertained by any court, tribunal or other authority. 14 of 1947.

14. *Provident fund and other funds.*—(1) Where Britannia Engineering Company or Arthur Butler and Company has established a provident fund, superannuation fund, welfare fund or other fund for the benefit of persons employed in the Mokameh unit or, as the case may be, any of the undertakings owned by Arthur Butler and Company, the monies relatable to the employees, whose services have become transferred by or under this Act to the Central Government or the Government company shall, out of the monies standing, on the appointed day, to the credit of such provident fund, superannuation fund, welfare fund or other funds, stand transferred to, and vest in, the Central Government or the Government company, as the case may be.

(2) The monies which stand transferred under sub-section (1) to the Central Government or the Government company, as the case may be, shall be dealt with by that Government or the Government company in such manner as may be prescribed.

CHAPTER VI

Commissioner of Payments

15. *Appointment of Commissioner of Payments.*—(1) The Central Government shall, for the purpose of disbursing the amount payable under sections 7 and 8 to Britannia Engineering Company and to Arthur Butler and Company, by notification, appoint a Commissioner of Payments.

(2) The Central Government may appoint such other persons as it may think fit to assist the Commissioner and thereupon the Commissioner may authorise one or more of such persons also to exercise all or any of the powers exercisable by him under this Act and different persons may be authorised to exercise different powers.

(3) Any person authorised by the Commissioner to exercise any of the powers exercisable by the

Commissioner may exercise those powers in the same manner and with the same effect as if they have been conferred on that person directly by this Act and not by way of authorisation.

(4) The salaries and allowances of the Commissioner and other persons appointed under this section shall be defrayed out of the Consolidated Fund of India.

16. *Payment by Central Government to the Commissioner.*—(1) The Central Government shall, within thirty days from the specified date, pay, in cash, to the Commissioner, for payment to Britannia Engineering Company and to Arthur Butler and Company,—

(a) an amount equal to that specified against each of their names in the First Schedule,

(b) an amount equal to that payable to Britannia Engineering Company and Arthur Butler and Company under section 8.

(2) A deposit account shall be opened by the Central Government in favour of the Commissioner in the Public Account of India, and every amount paid under this Act to the Commissioner shall be deposited by him to the credit of the said deposit account and the said deposit account shall be operated by the Commissioner.

(3) Separate records shall be maintained by the Commissioner in respect of Mokameh unit and the undertakings owned by Arthur Butler and Company in relation to which payment has been made to him under this Act.

(4) Interest accruing on the amounts standing to the credit of the deposit account referred to in sub-section (2) shall enure to the benefit of Britannia Engineering Company and Arthur Butler and Company.

17. *Certain powers of the Central Government or Government company.*—(1) The Central Government or the Government company, as the case may be, shall be entitled to receive, up to the specified date, to the exclusion of all other persons, any money due to Britannia Engineering Company in relation to the Mokameh unit, or Arthur Butler and Company in relation to any of the undertakings owned by it, which has vested in the Central Government or the Government Company, and realised after the appointed day, notwithstanding that the realisation pertains to a period prior to the appointed day.

(2) The Central Government or the Government company, as the case may be, may make a claim to the Commissioner with regard to every payment made by that Government after the appointed day for discharging any liability of Britannia Engineering Company in relation to the Mokameh unit, or of Arthur Butler and Company in relation to any of the undertakings owned by it, in relation to any period prior to the appointed day, and every such claim shall have priority, in accordance with the priorities attaching under this Act, to the matter in relation to which such liability has been discharged by the Central Government or the Government company.

(3) Save as otherwise provided in this Act, the liabilities of Britannia Engineering Company in relation to the Mokameh unit, or of Arthur Butler and

Company in relation to any of the undertakings owned by it, in respect of any transaction prior to the appointed day, which have not been discharged on or before the specified date, shall be the liabilities of Britannia Engineering Company or Arthur Butler and Company, as the case may be.

18. *Claims to be made to the Commissioner.*—Every person having a claim against Britannia Engineering Company in relation to the Mokameh unit, or against Arthur Butler and Company in relation to the undertakings owned by it, shall prefer such claim before the Commissioner within thirty days from the specified date:

Provided that if the Commissioner is satisfied that the claimant was prevented by sufficient cause from preferring the claim within the said period of thirty days, he may entertain the claim within a further period of thirty days, but not thereafter.

19. *Priority of claims.*—The claims arising out of the matters specified in the Second Schedule shall have priorities in accordance with the following principles, namely:—

(a) category I shall have precedence over all categories and category II shall have precedence over category III and so on;

(b) the claims specified in each of the categories, except category IV, shall rank equally and be paid in full, but, if the amount is insufficient to meet such claims in full, they shall abate in equal proportion and be paid accordingly;

(c) the liabilities specified in category IV shall be discharged subject to the priorities specified in this section in accordance with the terms of the secured loan and the priority, *inter se*, of such loans; and

(d) the question of discharging any liability with regard to a matter specified in a lower category shall arise only if a surplus is left after meeting all the liabilities specified in the immediately higher category.

20. *Examination of claims.*—(1) On receipt of the claims made under section 18, the Commissioner shall arrange the claims in the order of priorities specified in the Second Schedule and examine the same in accordance with such order of priorities.

(2) If on an examination of the claim, the Commissioner is of opinion that the amount paid to him under this Act is not sufficient to meet the liabilities specified in any lower category, he shall not be required to examine the claim in respect of such lower category.

21. *Admission or rejection of claims.*—(1) After examining the claims with reference to the priorities set out in the Second Schedule, the Commissioner shall fix a date on or before which every claimant shall file the proof of his claim failing which he will be excluded from the benefit of the disbursement made by the Commissioner.

(2) Not less than fourteen days' notice of the date so fixed shall be given by advertisement in one issue of the daily newspaper in the English language having circulation in the major part of the country and one issue of such daily newspaper in the regional language as the Commissioner may consider suitable.

and every such notice shall call upon the claimant to file the proof of his claim with the Commissioner within the period specified in the advertisement.

(3) Every claimant who fails to file the proof of his claim within the period specified by the Commissioner shall be excluded from the disbursement made by the Commissioner.

(4) The Commissioner shall, after such investigation as may, in his opinion, be necessary and after giving Britannia Engineering Company or, as the case may be, Arthur Butler and Company, an opportunity of refuting the claim and after giving the claimant a reasonable opportunity of being heard, in writing, admit or reject the claim in whole or in part.

(5) The Commissioner shall have the power to regulate his own procedure in all matters arising out of the discharge of his functions, including the place or places at which he may hold his sitting and shall, for the purpose of making any investigation under this Act, have the same powers as are vested in a civil court under the Code of Civil Procedure, 1908, while trying a suit, in respect of the following matters, namely: — 5 of 1908.

(a) the summoning and enforcing the attendance of any witness and examining him on oath;

(b) the discovery and production of any document or other material object producible as evidence;

(c) the reception of evidence on affidavits;

(d) the issuing of any commission for the examination of witnesses.

(6) Any investigation before the Commissioner shall be deemed to be a judicial proceeding within the meaning of sections 193 and 228 of the Indian Penal Code and the Commissioner shall be deemed to be a civil court for the purposes of section 195 and Chapter XXVI of the Code of Criminal Procedure, 1973. 45 of 1860. 2 of 1974.

(7) A claimant who is dissatisfied with the decision of the Commissioner may prefer an appeal against the decision to the principal court of original jurisdiction within the local limits of whose jurisdiction the Mokameh unit or, as the case may be, the registered office of Arthur Butler and Company is situated:

Provided that where a person who is a Judge of a High Court is appointed to be the Commissioner, such appeal shall lie to the High Court of the State in which the registered office of Britannia Engineering Company or, as the case may be, Arthur Butler and Company is situated, and such appeal shall be heard and disposed of by not less than two Judges of that High Court.

22. *Disbursement of money by Commissioner.* — After admitting the claim under this Act, the amount due in respect of such claim shall be paid by the Commissioner to the person or persons to whom such sums are due and on such payment the liability of Britannia Engineering Company in relation to the Mokameh unit, or of Arthur Butler and Company

in respect of any claim relating to the undertakings owned by it shall stand discharged.

23. *Disbursement of amounts to Britannia Engineering Company and Arthur Butler and Company.* — (1) If out of the monies paid to him in relation to the Mokameh unit or in relation to any undertaking owned by Arthur Butler and Company there is a balance left after meeting the liabilities as specified in the Second Schedule, the Commissioner shall disburse such balance to Britannia Engineering Company, or as the case may be, to Arthur Butler and Company.

(2) Where the possession of any machinery, equipment or other property has vested in the Central Government or the Government company under this Act, but such machinery, equipment or other property does not belong to Britannia Engineering Company or, as the case may be, Arthur Butler and Company, it shall be lawful for the Central Government to continue to possess such machinery or equipment or other property on the same terms and conditions under which they were possessed by Britannia Engineering Company or, as the case may be, Arthur Butler and Company, immediately before the appointed day.

24. *Undisbursed or unclaimed amount to be deposited with the General Revenue Account.* — Any money paid to the Commissioner which remains undisbursed or unclaimed for a period of three years from the last date on which the disbursement was made, shall be transferred by the Commissioner to the General Revenue Account of the Central Government; but a claim to any money so transferred may be preferred to the Central Government by the person entitled to such payment and shall be dealt with as if such transfer had not been made, the order, if any, for payment of the claim being treated as an order for the refund of the revenue.

CHAPTER VII

Miscellaneous

25. *Act to have overriding effect.* — The provisions of this Act shall have effect notwithstanding anything inconsistent therewith contained in any other law for the time being in force or in any instrument having effect by virtue of any law, other than this Act, or in any decree or order of any court, tribunal or other authority.

26. *Contracts to cease to have effect unless ratified by the Central Government or the Government company.* — (1) Every contract entered into by Britannia Engineering Company in relation to the Mokameh unit, or Arthur Butler and Company in relation to any of the undertakings owned by it, which has vested in the Central Government under section 3, for any service, sale or supply and in force immediately before the appointed day, shall, on and from the expiry of one hundred and eighty days from the date on which this Act receives the assent of the President, cease to have effect unless such contract is, before the expiry of that period, ratified, in writing, by the Central Government, or the Government company, and in ratifying such contract, the Central Government or the Government company may make such alteration or modification therein as it may think fit:

Provided that the Central Government or the Government company shall not omit to ratify a contract and shall not make any alteration or modification in a contract unless it is satisfied that such contract is unduly onerous or has been entered into in bad faith or is detrimental to the interests of, the Central Government or the Government company.

(2) The Central Government or the Government company shall not omit to ratify a contract, and shall not make any alteration or modification therein, except after giving the parties to the contract a reasonable opportunity of being heard and except after recording in writing its reasons for refusal to ratify the contract or for making any alteration or modification therein.

27. *Penalties.* — Any person who, —

(a) having in his possession, custody or control any property forming part of the Mokameh unit, or any of the undertakings owned by Arthur Butler and Company, wrongfully withholds such property from the Central Government or the Government company; or

(b) wrongfully obtains possession of, or retains, any property forming part of the Mokameh unit, or any of the undertakings owned by Arthur Butler and Company; or

(c) wilfully withholds or fails to furnish to the Central Government or the Government company or any person or body of persons specified by that Government or the Government company, as the case may be, any document relating to the Mokameh unit, or any of the undertakings owned by Arthur Butler and Company, which may be in his possession, custody or control; or

(d) fails to deliver to the Central Government or the Government company or any person or body of persons specified by that Government or the Government company, any assets, books of account, registers or other documents in his possession, custody or control relating to the Mokameh unit, or any of the undertakings owned by Arthur Butler and Company; or

(e) wrongfully removes or destroys any property forming part of the Mokameh unit, or any of the undertakings owned by Arthur Butler and Company or prefers any claim under this Act which he knows or has reason to believe to be false or grossly inaccurate,

shall be punishable with imprisonment for a term which may extend to two years, or with fine which may extend to ten thousand rupees, or with both.

28. *Offences by companies.* — (1) Where an offence under this Act has been committed by a company, every person who, at the time the offence was committed, was in charge of, and was responsible to, the company for the conduct of the business of the company, as well as the company, shall be deemed to be guilty of the offence and shall be liable to be proceeded against and punished accordingly:

Provided that nothing contained in this sub-section shall render any such person liable to any punishment, if he proves that the offence was committed without his knowledge or that he had exercised all due diligence to prevent the commission of such offence.

(2) Notwithstanding anything contained in sub-section (1), where any offence under this Act has been committed by a company and it is proved that the offence has been committed with the consent or connivance of, or is attributable to any neglect on the part of, any director, manager, secretary or other officer of the company, such director, manager, secretary or other officer shall be deemed to be guilty of that offence and shall be liable to be proceeded against and punished accordingly.

Explanation. — For the purposes of this section, —

(a) "company" means any body corporate and includes a firm or other association of individuals; and

(b) "director", in relation to a firm, means a partner in the firm.

29. *Protection of action taken in good faith.* — (1) No suit, prosecution or other legal proceeding shall lie against the Central Government or any officer of that Government or the Government company or other person authorised by that Government or the Government company for anything which is in good faith done or intended to be done under this Act.

(2) No suit or other legal proceeding shall lie against the Central Government or any of its officers or other employees or the Government company or any officer or other person authorised by that company for any damage caused or likely to be caused by anything which is in good faith done or intended to be done under this Act.

30. *Delegation of Powers.* — (1) The Central Government may, by notification, direct that all or any of the powers exercisable by it under this Act, other than the powers conferred by sections 31 and 32, may also be exercised by such person or persons as may be specified in the notification.

(2) Whenever any delegation of powers is made under sub-section (1), the person to whom such power has been delegated shall act under the direction, control and supervision of the Central Government.

31. *Power to make rules.* — (1) The Central Government may, by notification, make rules for carrying out the provisions of this Act.

(2) In particular, and without prejudice to the generality of the foregoing powers, such rules may provide for all or any of the following matters, namely: —

(a) the time within which, and the manner in which, an intimation referred to in sub-section (3) of section 4 shall be given;

(b) the manner in which the monies in any provident fund or other fund, referred to in sub-section (2) of section 14 shall be dealt with;

(c) any other matter which is required to be, or may be, prescribed.

(3) Every rule made by the Central Government under this Act shall be laid, as soon as may be after it is made, before each House of Parliament while it is in session for a total period of thirty days which may be comprised in one session or in two or more successive sessions and if, before the expiry of the

session immediately following the session or successive sessions aforesaid, both Houses agree in making any modification in the rule or both Houses agree that the rule should not be made, the rule shall thereafter have effect only in such modified form or be of no effect, as the case may be; so, however, that any such modification or annulment shall be without prejudice to the validity of anything previously done under that rule.

32. *Power to remove difficulties.* — If any difficulty arises in giving effect to the provisions of this Act, the Central Government may, by order, not inconsistent with the provisions of this Act, remove the difficulty:

Provided that no such order shall be made after the expiry of a period of two years from the appointed day.

33. *Declaration as to the policy of the State.* — It is hereby declared that this Act is for giving effect to the policy of the State towards securing the principles specified in clause (b) of article 39 of the Constitution.

Explanation. — In this section, "State" has the same meaning as in article 12 of the Constitution.

THE FIRST SCHEDULE

(See sections 4, 7, 8 and 16)

S. No.	Name of the company	Amount (Rupees in lakhs)
1	The Britannia Engineering Company	152.85
2	Arthur Butler and Company	137.70

THE SECOND SCHEDULE

(See sections 19, 20, 21 and 23)

Order of priorities

Category I

(i) Employees' dues on account of arrears of tripartite settlement for the period from the 1st day of January, 1975 to the 31st day of May, 1975.

(ii) Employees' dues on account of unpaid salaries, wages, provident fund, employees' State Insurance contribution or premium relating to Life Insurance Corporation of India.

Category II

Secured loans from nationalised banks and secured loans from Industrial Reconstruction Corporation of India for the post-take-over management period.

Category III

Central Government loans for the post-take-over management period.

Category IV

Secured loans from nationalised banks and secured loans from financial institutions for the pre-take-over management period.

Category V

Revenue, taxes, cesses, rates or other dues to Central Government, State Government and local authorities or State Electricity Board for the pre-take-over management period.

Category VI

Trade and other creditors for the pre-take-over management period.

The Bolani Ores Limited (Acquisition of Shares) and Miscellaneous Provisions Act, 1978

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The Bolani Ores Limited (Acquisition of Shares) and
Miscellaneous Provisions Act, 1978

AN
ACT

to provide for the acquisition of shares of the Bolani Ores Limited in public interest in order to serve better the needs of the nation and to facilitate the promotion and development in the interests of the general public, of national steel industry and for matters connected therewith or incidental thereto.

Whereas Bolani Ores Limited was incorporated as a private limited company in June, 1957 for supplying ores mainly to the Durgapur Steel Plant;

Whereas 50.5 per cent. shares in the shares capital of the said Bolani Ores Limited are held by the Steel Authority of India Limited, a wholly owned Government company and the remaining 49.5 per cent. shares are held by the Orissa Minerals Development Company Limited;

Whereas cumulative losses suffered by the said Bolani Ores Limited at the end of 1977-78 were to the extent of over Rs. 270 lakhs and the said Bolani Ores Limited is in need of urgent funds to carry on the operations of its undertakings;

And Whereas the Orissa Minerals Development Company is not willing to contribute any further amount towards the share capital of the Bolani Ores Limited;

And Whereas the Bolani Ores Limited is the main source of supply of iron ores to the Durgapur Steel Plant and without further substantial investments by way of capital outlay and otherwise the supply of iron ores to the said Plant cannot be maintained;

And Whereas it is expedient in the public interest that the shares of the said Bolani Ores Limited should be acquired;

BE it enacted by Parliament in the Twenty-ninth Year of the Republic of India as follows:—

CHAPTER I

Preliminary

1. *Short title and commencement.*—(1) This Act may be called the Bolani Ores Limited (Acquisition of Shares) and Miscellaneous Provisions Act, 1978.

(2) It shall come into force on such date as the Central Government may, by notification in the Official Gazette, appoint.

2. *Definitions.*—(1) In this Act, unless the context otherwise requires,—

(a) “appointed day” means the date on which this Act comes into force;

(b) “Bolani Ores Limited” means the Bolani Ores Company Limited, a company formed and registered under the Companies Act and having

its registered office at Chartered Bank Buildings in Calcutta in the State of West Bengal;

(c) “Companies Act” means the Companies Act, 1956;

1 of 1956

(d) “dissolved company” means the Bolani Ores Limited dissolved by virtue of section 6;

(e) “the Company” means the Orissa Minerals Development Company Limited, a company formed and registered under the Companies Act and having its registered office at Chartered Bank Buildings, Calcutta in the State of West Bengal;

(f) “Steel Authority of India” means the Steel Authority of India Limited, a company formed and registered under the Companies Act and having its registered office at New Delhi.

(2) Save as provided in section 14, the words and expressions used herein and not defined but defined in the Companies Act have the meanings respectively assigned to them in that Act.

CHAPTER II

Acquisition and transfer of shares of Bolani
Ores Limited

3. *Vesting in the Central Government of the shares held by the Company.*—(1) On the appointed day, all the shares held by the Company in the share capital of the Bolani Ores Limited shall, by virtue of this Act, stand transferred to, and shall vest in, the Central Government.

(2) All the shares which have vested in the Central Government under sub-section (1) shall, by force of such vesting, be freed and discharged of all trusts, liabilities, obligations, mortgages, charges, liens and other encumbrances affecting them, and any attachment or injunction or any decree or order of any court, tribunal or other authority restricting the use of such shares in any manner shall be deemed to have been withdrawn.

4. *Payment of amount to the Company.*—(1) For the transfer to and vesting in, the Central Government under section 3 of the shares held by the Company in the Bolani Ores Limited, the Central Government shall, within thirty days from the appointed day, pay to the Company in cash an amount of forty-nine thousand five hundred rupees.

(2) Where the Central Government fails to pay to the Company the amount specified in sub-section (1) within the period specified in that sub-section, the Central Government shall pay on the said amount simple interest at the rate of six per cent. per annum from the appointed day till the date of payment.

5. *Allocation of shares the Steel Authority of India.*—(1) All the shares held by the Company in the Bolani Ores Limited which have vested in the Central Government by virtue of section 3 shall, immediately after they have so vested, stand transferred to, and shall vest in, the Steel Authority of India.

(2) The amount paid by the Central Government for the shares which stand transferred to, and vested in, the Steel Authority of India under sub-section (1) shall be deemed to be the contribution by the Central Government to the equity capital of the Steel Authority of India and the Steel Authority of India shall

issue (if necessary), after amending its memorandum and articles of association to the Central Government forty-nine fully paid-up shares of the face value of one thousand rupees each and pay to that Government five hundred rupees in cash.

CHAPTER III

Vesting of undertakings in the Steel Authority of India and dissolution of Bolani Ores Limited

6. *Vesting of undertakings in the Steel Authority of India and dissolution of Bolani Ores Limited.* —

On the appointed day —

(a) all the undertakings of the Bolani Ores Limited, the shares of which have vested in the Steel Authority of India by virtue of section 5, shall stand transferred to, and shall vest in, the Steel Authority of India;

(b) the Bolani Ores Limited shall stand dissolved.

7. *"Undertaking" — meaning of.* — For the purposes of this Act, the undertakings of the dissolved company shall be deemed to include all assets, rights, lease-holds (including mining leases), industrial or other licences, powers authorities and privileges and all property, movable and immovable, including lands, buildings, works, mines, workshops, projects, stores, instruments, machinery, automobiles and other vehicles, equipment, cash or bank balances, cash in hand, reserve funds, investments and book debts and all other rights and interests in, or arising out of, such property as were immediately before the appointed day in the ownership, possession, power or control of the dissolved company and all books of account, registers, maps, drawings, records of survey and all other documents of whatever nature relating thereto, and shall also be deemed to include all borrowings, liabilities and obligations of whatever kind of the dissolved company.

CHAPTER IV

Provisions relating to officers and employees

8. *Provisions relating to officers and other employees of dissolved company.* — (1) Every officer (not being a director) or other employee holding office immediately before the appointed day in the dissolved company in relating to any undertaking of such company, shall, as from the appointed day, continue to hold office as such in respect of the undertaking vested in the Steel Authority of India by virtue of section 6, by the same tenure and upon the same terms and conditions of service and with the same rights and privileges as to retirement benefits as would have been admissible to him if the company in which he was holding office had not been dissolved and shall continue to do so unless and until such tenure and terms and conditions are duly altered by the Steel Authority of India.

(2) Notwithstanding anything contained in sub-section (1), rules relating to the conditions of service and Standing Orders applicable to the officers or other employees referred to in sub-section (1), as immediately before the appointed day, shall continue to apply unless and until they are duly altered by the Steel Authority of India.

9. *Provisions relating to directors.* — Every person holding office as a director of the dissolved

company immediately before the appointed day shall, on that day, cease to hold office as such director.

10. *Provision relating to auditors.* — Every person appointed under section 619 of the Companies Act as an auditor of the dissolved company holding office immediately before the appointed day, may continue to hold office as such auditor in relation to the undertakings of the dissolved company which stand vested in the Steel Authority of India by virtue of section 6, for the duration for which he was so appointed, on the same terms and conditions as were applicable to him immediately before the appointed day.

11. *Directors, etc., not entitled to compensation.* — (1) Notwithstanding anything contained in any law for the time being in force, no director or managerial personnel specified in section 197A of the Companies Act or other person entitled to manage the whole or a substantial part of the business and affairs of the undertakings of the dissolved company under a special agreement or otherwise shall be entitled to any compensation against the dissolved company or the Central Government or the Steel Authority of India for the loss of office or for the premature termination of any contract of management entered into by him with the dissolved company whether such loss or termination was due to the provisions of this Act.

(2) Notwithstanding anything contained in the Industrial Disputes Act, 1947, or in any other law for the time being in force, the provisions of sub-section (1) of section 8 shall not entitle any officer or other employee referred to in that sub-section to any compensation under that Act or under any other law for the time being in force and no claim for such compensation shall be entertained by any court, tribunal or other authority.

12. *Provident fund.* — Where a provident fund has been established by the dissolved company for the benefit of the employees and the same stands vested in a trust, the monies and other assets standing to the credit of such provident fund shall continue to be held in trust with the same objects as were applicable before the appointed day and the trustees of such trusts functioning immediately before the appointed day shall, subject to the provisions of the trust deeds and the rules relating to such trusts, continue to function as trustees in respect of such provident fund maintained in relation to the undertakings of the dissolved company which stand vested in the Steel Authority of India by virtue of section 6, as if this Act had not been passed:

Provided that the right to nominate trustees and other rights relating to the trust vested in the dissolved company shall vest in the Steel Authority of India.

13. *Gratuity, welfare fund and other funds.* — Where any gratuity, welfare fund or other fund has been established by the dissolved company for the benefit of its employees and is in existence immediately before the appointed day, all monies and other assets standing to the credit of or relatable to such gratuity, welfare fund or other fund shall vest in the Steel Authority of India.

CHAPTER V
Financial provisions

14. *Provisions with respect to income-tax and surtax.* — (1) The Steel Authority of India shall be liable to pay if the dissolution had not taken place, Income-tax Act or the Companies (Profits) Surtax Act which the dissolved company would have been liable to pay if the dissolution had not taken place, in the like manner and to the same extent as the dissolved company.

(2) For the purpose of making an assessment of the income or, as the case may be, the chargeable profits of the dissolved company and for the purpose of levying any sum in accordance with the provisions of sub-section (1), —

(a) any proceeding taken against the dissolved company before the appointed day shall be deemed to have been taken against the Steel Authority of India and may be continued against the Steel Authority of India from the stage at which it stood immediately before the appointed day;

(b) any proceeding which could have been taken against the dissolved company, if the dissolution had not taken place, may be taken against the Steel Authority of India; and

(c) all the provisions of the Income-tax Act or, as the case may be, the Companies (Profits) Surtax Act shall apply accordingly.

(3) The assessment of the income or, as the case may be, the chargeable profits of the previous year of the dissolved company up to the appointed day shall be made as if such dissolution had not taken place and all the provisions of the Income-tax Act or, as the case may be, the Companies (Profits) Surtax Act shall, so far as may be, apply accordingly.

(4) The transfer and vesting of the undertakings of the dissolved company in the Steel Authority of India under the provisions of this Act shall be deemed to be an amalgamation in relation to the dissolved company and the Steel Authority of India and the provisions of the Income-tax Act shall, so far as may be, apply accordingly as if references in the said Act to the amalgamating company and the amalgamated company were references to the dissolved company and the Steel Authority of India respectively.

(5) The accumulated loss and the unabsorbed depreciation, if any, of the dissolved company shall be deemed to be the loss or, as the case may be, allowance for depreciation of the Steel Authority of India for the previous year in which the amalgamation referred to in sub-section (4) has taken place and the provisions of the Income-tax Act relating to set-off and carry forward of loss and allowance for depreciation shall apply accordingly.

(6) The provisions of sub-sections (1) to (5) shall have effect notwithstanding anything to the contrary contained in the Income-tax Act or the Companies (Profits) Surtax Act.

Explanation. — For the purposes of this section, —

(a) "Income-tax Act" means the Income-tax Act, 1961;

(b) "Companies (Profits) Surtax Act" means the Companies (Profits) Surtax Act, 1964;

7 of 1964.

(c) words and expressions used in this section and not defined in this Act but defined in the Income-tax Act or the Companies (Profits) Surtax Act shall have the meanings respectively assigned to them in the said Acts.

15. *Taxes, fees and other charges not payable.* — For the removal of doubts, it is hereby declared that no taxes, duties, fees or other charges of whatever nature (including registration charges), shall be payable in respect of any transfer of shares or transfer of undertakings or transfer of any immovable property, under the provisions of this Act.

CHAPTER VI

Miscellaneous

16. *Duty to deliver possession of properties, etc.* — (1) Where any property appertaining to any of the undertakings of the dissolved company has been transferred to, and vested in, the Steel Authority of India, —

(a) every person in whose possession, custody or control any such property may be, shall, on demand by the Steel Authority of India, forthwith deliver the property to the Steel Authority of India or to such person as the Steel Authority of India may authorise in this behalf;

(b) any person who, immediately before such vesting, has, in his possession, custody or control, any books, documents or other papers relating to any of the undertakings of the dissolved company shall be liable to account for the said books, documents and papers to the Steel Authority of India and shall deliver them to the Steel Authority of India or to such person as the Steel Authority of India may authorise in this behalf.

(2) Without prejudice to the other provisions contained in this section, it shall be lawful for the Steel Authority of India to take all necessary steps for taking possession of all properties, which have been transferred to, and vested in, it under this Act.

17. *Penalties.* — Any person who, —

(a) having in his possession, custody or control any property forming part of the dissolved company wrongfully withholds such property from the Steel Authority of India; or

(b) wrongfully obtains possession of, or retains, any property forming part of any of the undertakings of the dissolved company; or

(c) wilfully withholds or fails to furnish to the Steel Authority of India or any person authorised by it any books, documents or other papers relating to any of the undertakings of the dissolved company which may be in his possession, custody or control; or

(d) fails to deliver to the Steel Authority of India or to a person authorised by it, any assets, books of account, registers or other documents in his possession, custody or control relating to any of the undertakings of the dissolved company; or

43 of 1961.

(e) wrongfully removes or destroys any property forming part of any of the undertakings of the dissolved company; or

(f) wrongfully uses any property forming part of any of the undertakings of the dissolved company,

shall be punishable with imprisonment for a term which may extend to two years, or with fine which may extend to ten thousand rupees, or with both.

18. Offences by companies.—(1) Where an offence under this Act has been committed by a company, every person who, at the time the offence was committed was in charge of, and was responsible to, the company for the conduct of the business of the company, as well as the company shall be deemed to be guilty of the offence and shall be liable to be proceeded against and punished accordingly:

Provided that nothing contained in this sub-section shall render any such person liable to any punishment if he proves that the offence was committed without his knowledge or that he had exercised all due diligence to prevent the commission of such offence.

(2) Notwithstanding anything contained in sub-section (1) where any offence under this Act has been committed by a company and it is proved that the offence has been committed with the consent or connivance of, or is attributable to any neglect on the part of, any director, manager, secretary or other officer of the company, such director, manager, secretary or other officer shall be deemed to be guilty of that offence and shall be liable to be proceeded against and punished accordingly.

Explanation. — For the purposes of this section,—

(a) “company” means any body corporate and includes a firm or other association of individuals; and

(b) “director”, in relation to a firm, means a partner in the firm.

19. Protection of action taken in good faith. — No suit, prosecution or other legal proceeding shall lie against the Central Government or the Steel Authority of India or any of its officers or other employees for anything which is in good faith done or intended.

20. Cognizance of offences. — Notwithstanding anything contained in the Code of Criminal Procedure, 1973, no Court 2 of 1974. shall take cognizance of any offence under this Act except on a complaint, in writing, made by the Central Government or any officer authorised in this behalf by that Government.

21. Saving of contracts, etc.—All contracts, deeds, bonds, agreements and other instruments of whatever nature to which the dissolved company is a party subsisting or having effect immediately before the appointed day, shall as from that day, be of full force and effect against, or, as the case may be, in favour of, the Steel Authority of India and may be enforced as fully and effectually as if, instead of the dissolved company, the Steel Authority of India had been a party thereto.

22. Saving of legal proceedings.— If, on the appointed day, there is pending any suit, arbitration, appeal or other legal proceeding of whatever nature by or against the dissolved company, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the undertakings of the dissolved company or of anything contained in this Act, but the suit, arbitration, appeal or other proceeding may be continued, prosecuted and enforced by or against the Steel Authority of India in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the dissolved company if this Act had not been passed.

23. Board of Directors of the Steel Authority of India to adopt accounts of dissolved company. — (1) The accounts of the dissolved company shall stand closed on the appointed day and the balance-sheet and the profit and loss accounts for the current financial year up to the appointed day shall prepared and audited in accordance with the provisions of the Companies Act.

(2) Notwithstanding the provisions in the Companies Act, the Board of Directors of the Steel Authority of India shall be deemed to be the Board of Directors of the dissolved company and the shareholders of the Steel Authority of India shall be deemed to be the shareholders of the dissolved company for the purpose of adoption of the accounts; directors' report and completion of other formalities in accordance with the provisions of the companies Act in this regard.

24. Transfer of documents relating to the dissolved company. — (1) The Registrar of Companies with whom the dissolved company is registered shall, as soon as may be after the appointed day, transfer all documents relating to the dissolved company to the Registrar of Companies, New Delhi.

(2) The Registrar of Companies, New Delhi, on receipt of the documents relating to the dissolved company, shall add those documents to the file maintained by him in relation to the Steel Authority of India, and shall consolidate the files relating to the dissolved company and the Steel Authority of India and the documents filed by the dissolved company shall, for the purposes of the Companies Act, be deemed to have been filed by the Steel Authority of India in relation to the business of the undertakings of the dissolved company which stands transferred to and vested in the Steel Authority of India by virtue of section 6.

25. Power to remove difficulties. — If any difficulty arises in giving effect to the provisions of this Act, the Central Government may, by order, published in the Official Gazette, make such provisions not inconsistent with the provisions of this Act, as appears to it to be necessary, for the removal of the difficulty.

Provided that no such order shall be made after the expiry of a period of three years from the appointed day.

26. Act to override the provisions of the laws. — The provisions of this Act or of any order made

thereunder shall have effect notwithstanding anything contained in the Companies Act or in any other law for the time being in force or in any contract, express or implied, or in any rules or regulations having effect by virtue of any law other than this Act.

27. Power to amend memorandum and articles of association. — (1) For the purpose of giving effect to the provisions of this Act, the Central Government may, by notification in the Official Gazette, make amendments in the memorandum or articles of association, or both, of the Steel Authority of India.

(2) Any amendments in the memorandum or articles of association of the Steel Authority of India made in pursuance of sub-section (1) shall have effect notwithstanding anything contained in the Companies Act.

28. Power to make rules. — (1) The Central Government may, by notification in the Official Gazette, make rules to carry out the provisions of this Act.

(2) Every rule made by the Central Government under this Act shall be laid, as soon as may be after it is made, before each House of Parliament, while it is in session, for a total period of thirty days which may be comprised in one session or in two or more successive sessions, and if, before the expiry of the session immediately following the session or the successive sessions aforesaid, both Houses agree in making any modification in the rule or both Houses agree that the rule should not be made, the rule shall thereafter have effect only in such modified form or be of no effect, as the case may be; so, however, that any such modification or annulment shall be without prejudice to the validity of anything previously done under that rule.